

NOTICE

NOTICE is hereby given that the 4th Annual General Meeting of the Members of Clara Industries Limited will be held on Sunday 28th September, 2025 at 4:00 p.m. at Unit no.3, Khasra No.219, Village Padli Khushalpur, Dehradun Road Tehsil and District Saharanpur UP 247001 IN , to transact the following businesses: -

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, including the Audited Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.

SPECIAL BUSINESS:

2. Approval for continuation of Mr. Manmohan Singh (DIN: 07790507) as an Independent Director of the Company, notwithstanding his attaining the age of 75 years. To consider and, if thought fit, to pass the following resolution as a Special Resolution: **"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder, read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, and in accordance with Regulation 17(1A) of SEBI (LODR) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded for continuation of Mr. Manmohan Singh (**DIN: 07790507**).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

3. Appointment of M/s Verma Ashish & Company, Practicing Company Secretaries, as Secretarial Auditors of the Company for FY [2025-26] to [2029-30]
To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in terms of **Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, as amended from time to time, consent of the Members of the Company be and is hereby accorded for the appointment of **M/s Verma Ashish & Company, Practicing Company Secretary (Peer Review Certificate No. 2331/2022), a Sole Proprietorship Firm, as the Secretarial Auditor of the Company for the financial year 2025-26 to 2029-30**, to conduct the Secretarial Audit and issue the Secretarial Audit Report in Form MR-3 and the Annual Secretarial Compliance Report

as required under SEBI LODR Regulations, at a remuneration as may be determined by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to finalize the terms of appointment, revise remuneration as may be deemed appropriate, and to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

Registered Office:

127/1, Gram Simbhalka, Junardar
Paragna, Tehsil and District Saharanpur
Uttar Pradesh-247001

By order of the Board of Directors

For Clara Industries Limited

Sd/-
Parry Kukreja
Managing Director
DIN: 06649401

Place : Saharanpur
Date : September 06 , 2025

NOTES

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a Member of the Company. The Instrument appointing a proxy must be deposited with the Company at its Registered Office, not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy, on behalf of not more than fifty members, holding in aggregate not more than ten percent of the total share capital of the Company, carrying voting rights. Members holding more than ten percent of the total share capital of the Company, carrying voting rights may appoint a single person as a proxy, who shall not act as a proxy for any other Member. Attendance Slip, Proxy Form and the Route Map along with a prominent landmark of the venue of the Meeting are annexed with this Annual Report.
2. The Statement pursuant to Section 102 of the Companies Act 2013 (Act), setting out the material facts concerning Item Nos. 2 and 3 set out above is enclosed along with the details under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard -2] in respect of directors proposed to be appointed/re-appointed at the Annual General Meeting is annexed hereto.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
4. Members/Proxies attending the Meeting must carry with them, duly signed and stamped Attendance Slip and deposit it at the entrance of the venue of the Meeting. Members are also requested to carry their copy of the Annual Report of the Company, to the Meeting.
5. The Register of Member and Transfer Books will remain closed from Thursday, the 06th day of September, 2025 to Thursday, the 28th day of September, 2025 (both days inclusive) for the purpose of Annual General Meeting.
6. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
7. The notice is being sent to all members, whose names appear on the Register of Members/List of beneficial owners.
8. In case shares are jointly held, this form should be completed and signed (as per the specimen signature registered with the company) by the first named member and in his/her absence, by the next named member.

9. Copy of relevant documents referred to in this notice are open for inspection at the registered office of the Company on all working days, except holidays between 11.00 A.M to 2.00 P.M upto the date of declaration of the results.
10. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.
11. Members are requested to intimate change in their address immediately to M/s. Bigshare Services Private Limited, the Company's Registrar and Share Transfer Agents, at their office at Office No S6-2, Pinnacle Business Park, 6th, Mahakali Caves Rd, next to Ahura Centre, Shanti Nagar, Andheri East, Mumbai, Maharashtra 400093
12. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
13. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s. Bigshare Services Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.
14. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. For members who have not registered their email address, physical copies of the Notice of the 4th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that Notice of 4th Annual General Meeting and Annual report for 2024-25 will be available on company's website: www.clara.co.in for their download.
16. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communications including annual report, notices, circulars etc. from the company electronically.
17. M/s. Verma Ashish & Co. (Proprietor Mr. Ashish Verma) Practicing Company Secretary, (C.P No. 22530) has been appointed as the Scrutinizer to scrutinize voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 2 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
18. Since Ballot form is provided to the members pursuant to the provisions of section 108 of the companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed

- 19.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.
- 20.** The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.clara.co.in. The same will be communicated to the stock exchanges where the company shares are listed viz. The Bombay Stock Exchange.

Registered Office:

127/1, Gram Simbhalka, Junardar
Paragna, Tehsil and District Saharanpur
Uttar Pradesh-247001

By order of the Board of Directors

For Clara Industries Limited

Sd/-
Parry Kukreja
Managing Director
DIN: 06649401

Place : Saharanpur
Date : September 06 , 2025

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"):

ITEM NO: 2

TO APPROVE THE CONTINUATION OF MR. MANMOHAN SINGH AS AN INDEPENDENT DIRECTOR OF THE COMPANY, NOTWITHSTANDING HIS ATTAINING THE AGE OF 75 YEARS:

Mr. Manmohan Singh DIN: 07790507 was appointed as an Independent Director of the Company for a term of [5 years] w.e.f. 28/09/2021. He has attained the age of 75 years during his tenure.

As per Regulation 17(1A) of the SEBI (LODR) Regulations, 2015, no listed entity shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 years unless a special resolution is passed to that effect and the explanatory statement annexed to the notice indicates the justification for such continuation.

The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 06/09/2025, after due assessment, have recommended continuation of Mr. Manmohan Singh as an Independent Director of the Company till the expiry of his current term.

Justification for continuation:

- Mr. Singh has rich experience of 35 years in pharmaceutical industry, and his guidance has been invaluable in strengthening the Company's governance and strategic direction.
- His expertise and independent judgement continue to be beneficial for the Company.
- He fulfils all conditions specified for Independent Directors under the Companies Act, 2013 and SEBI (LODR) Regulations.

Accordingly, the Board recommends the passing of this Special Resolution.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Manmohan Singh, is concerned or interested, financially or otherwise, in this resolution.

ITEM NO: 3

TO APPROVE THE APPOINTMENT OF M/S VERMA ASHISH & COMPANY, PRACTICING COMPANY SECRETARIES, AS SECRETARIAL AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26 TO 2029-30:

Appointment of Secretarial Auditors (Ordinary Resolution) Pursuant to the provisions of Regulation 24A of the Listing Regulations, as amended, every listed entity is required to appoint a Peer Reviewed Company Secretary or firm of Company Secretaries as Secretarial Auditor for a term of five years with the approval of shareholders at the Annual

General Meeting. Accordingly, at its meeting held on September 06, 2025, the Board of Directors, after considering the expertise and experience of Verma Ashish & Company, Peer Review No. 2331/2022), who were the Secretarial auditors for the year 2024 and based on the recommendation of the Audit Committee, has proposed their appointment as the Secretarial Auditors of the Company. The proposed appointment is for a term of five consecutive years, commencing from the conclusion of the 4th Annual General Meeting until the conclusion of the 9th Annual General Meeting, subject to shareholder's approval.

CLARA INDUSTRIES LIMITED

CIN: L25209UP2021PLC151537

**127/1 Gram Simbhalka Junardar, Paragna, Teshil and District Saharanpur UP
247001 IN**

4th ANNUAL GENERAL MEETING

ATTENDANCE SLIP

(Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company.)

DP Id*		Client Id*	
Regd. Folio No.		No. of Shares	

*Applicable for shares held in electronic form

Name(s) and address of the shareholder / Proxy in full: _____

I/we hereby record my/our presence at the 4th Annual General Meeting of the Company being held on Sunday, 28th September, 2025 at 4:00 P.M.. at Clara Industries Limited Unit No.3 Khasra No. 219, Padli Khushalpur, Dehradun Road Saharanpur.

Please (✓) in the box

MEMBER ☐ PROXY ☐

Signature of Shareholder / Proxy

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration) Rules, 2014

CIN: L25209UP2021PLC151537

Name of the Company: CLARA INDUSTRIES LIMITED

Registered Office: 127/1 Gram Simbhalka Junardar, Paragna, Teshil and District Saharanpur, UP, 247001 IN

Name of the member(s):	
Registered Address:	
E-mail Id:	
Folio No. / Client Id:	
DP Id:	

I/ We, being the member(s) of shares of the above named Company, hereby appoint

1. Name:
Address:
E-mail Id:
Signature:_____ or failing him/her

2. Name:
Address:
E-mail Id:
Signature:_____ or failing him/her

3. Name:
Address:
E-mail Id:
Signature:_____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 4th Annual General Meeting of the Company, to be held on Sunday, 28th September, 2025 at 4:00 P.M.. at Clara Industries Limited Unit No.3 Khasra No. 219, Padli Khushalpur, Dehradun Road, Saharanpur and at any adjournment thereof in respect of such resolutions as are indicated on the following page:

Item No.	Description of Resolutions
ORDINARY BUSINESS:	
1	To adopt the Audited Balance Sheet of the Company for the Financial Year ended 31st March, 2025 together with the Report of the Board of Directors and Auditors thereon.
SPECIAL BUSINESS:	
2	To approve the continuation of Mr. Manmohan Singh as an Independent Director of the Company, notwithstanding his attaining the age of 75 years.
3	To approve the appointment of M/s Verma Ashish & Company, Practicing Company Secretaries, as Secretarial Auditors of the Company for the financial year 2025-26 to 2029-30.

Signed this day of 2025

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Any alteration or correction made to this Proxy form must be initialed by the signatory/ signatories.

FORM NO. MGT-12

POLLING PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Sr. No.	Particulars	Details
1	Name and Registered Address of the Sole / First named Shareholders	
2	Name(s) of the Joint Holder(s), (if any)	
3	Registered Folio Number / DP ID No.* * (Applicable to Investors holding shares in dematerialized Form)	
4	Number of Share(s) held	

I / We hereby exercise my / our votes in respect of the Resolutions set out in the Notice dated 14th August, 2025 as set out below to be passed by the means of Ballot by giving my / our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate boxes below (tick in the both boxes will render the ballot invalid).

Sr. No.	Particulars	Type of Resolution	No. of Shares	(FOR) I / We assent to the Resolution	(AGAINST) I / We dissent to the Resolution
1	To adopt the Audited Balance Sheet of the Company for the Financial Year ended 31st March, 2025 together with the Report of the Board of Directors and Auditors thereon.	Ordinary			
2	To approve the continuation of Mr. Manmohan Singh as an Independent Director of the Company, notwithstanding his attaining the age of 75 years.	Special			
3	To approve the appointment of M/s Verma Ashish & Company, Practicing Company Secretaries, as Secretarial Auditors of the Company for the financial year 2025-26 to 2029-30.	Special			

Place: Saharanpur
Date:

(Signature of Shareholder)

ROUTE MAP OF THE VENUE OF THE 4TH ANNUAL GENERAL MEETING

CLARA INDUSTRIES LIMITED

**UNIT NO.3, KHASRA NO. 219, PADLI KHUSHALPUR, DEHRADUN ROAD
SAHARANPUR-247001**

